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PTO/SB/81 (04-05)

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**POWER OF ATTORNEY
and
CORRESPONDENCE ADDRESS
INDICATION FORM**

Application Number	09/974,931
Filing Date	October 9, 2001
First Named Inventor	Michael M. Hsu
Title	Secure Ticketing
Art Unit	3821
Examiner Name	Cangialosi, Salvatore A.
Attorney Docket Number	M-15644 US

I hereby revoke all previous powers of attorney given in the above-identified application.

I hereby appoint:

☒ Practitioners associated with the Customer Number:

32605

OR

☐ Practitioner(s) named below:

Name	Registration Number

as my/our attorney(s) or agent(s) to prosecute the application identified above, and to transact all business in the United States Patent and Trademark Office connected therewith.

Please recognize or change the correspondence address for the above-identified application to:

☒ The address associated with the above-mentioned Customer Number:

OR

☐ The address associated with Customer Number:

32605

OR

☐ Firm or Individual Name

Address

City

State

Zip

Country

Telephone

Email

I am the:

☐ Applicant/Inventor.

☒ Assignee of record of the entire interest. See 37 CFR 3.71.
Statement under 37 CFR 3.73(b) is enclosed. (Form PTO/SB/96)

SIGNATURE of Applicant or Assignee of Record

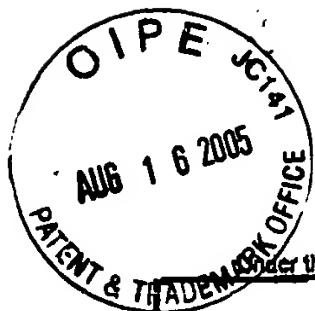
Signature		Date	8-11-05
Name	Mark Phillips	Telephone	415-277-3500
Title and Company	Chief Financial Officer, E-Cast, Inc.		

NOTE: Signatures of all the inventors or assignees of record of the entire interest or their representative(s) are required. Submit multiple forms if more than one signature is required, see below.

☐ Total of _____ forms are submitted.

This collection of information is required by 37 CFR 1.31, 1.32 and 1.33. The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.11 and 1.14. This collection is estimated to take 3 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

If you need assistance in completing the form, call 1-800-PTO-9199 and select option 2.



STATEMENT UNDER 37 CFR 3.73(b)

Applicant/Patent Owner: E-Cast, Inc.

Application No./Patent No.: 09/974,931 Filed/Issue Date: October 9, 2001

Entitled: Distributed Electronic Entertainment Method and Apparatus

E-Cast, Inc., a corporation
(Name of Assignee) (Type of Assignee, e.g., corporation, partnership, university, government agency, etc.)

states that it is:

1. ☒ the assignee of the entire right, title, and interest; or
2. ☐ an assignee of less than the entire right, title and interest.
The extent (by percentage) of its ownership interest is _____ %

in the patent application/patent identified above by virtue of either:

A ☐ An assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

OR

B ☐ A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as shown below:

1. From: _____ To: _____
The document was recorded in the United States Patent and Trademark Office at
Reel _____, Frame _____, or for which a copy thereof is attached.
2. From: _____ To: _____
The document was recorded in the United States Patent and Trademark Office at
Reel _____, Frame _____, or for which a copy thereof is attached.
3. From: _____ To: _____
The document was recorded in the United States Patent and Trademark Office at
Reel _____, Frame _____, or for which a copy thereof is attached.

☐ Additional documents in the chain of title are listed on a supplemental sheet.

☒ Copies of assignments or other documents in the chain of title are attached.

[NOTE: A separate copy (i.e., a true copy of the original assignment document(s)) must be submitted to Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the USPTO. See MPEP 302.08]

The undersigned (whose title is supplied below) is authorized to act on behalf of the assignee.

Mark Phillips
Signature

8.11.05
Date

Mark Phillips
Printed or Typed Name

(415) 277-3500
Telephone Number

Chief Financial Officer
Title

This collection of information is required by 37 CFR 3.73(b). The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.11 and 1.14. This collection is estimated to take 12 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

If you need assistance in completing the form, call 1-800-PTO-9199 and select option 2.

AGREEMENT AND PLAN OF MERGER AND REORGANIZATION

THIS AGREEMENT AND PLAN OF MERGER AND REORGANIZATION ("*Agreement*") is made and entered into as of October 2, 2002, by and among E-CAST INC., a Delaware corporation ("*Ecast*"); ECAST ACQUISITION SUB, INC., a Delaware corporation and a wholly owned subsidiary of Ecast ("*Ecast Acquisition Sub*"); and RIOPORT.COM, INC., a Delaware corporation ("*RioPort*"). Certain other capitalized terms used in this Agreement are defined in EXHIBIT A.

RECITALS

A. Ecast, Ecast Acquisition Sub and RioPort intend to effect a merger of Ecast Acquisition Sub into RioPort in accordance with this Agreement and the Delaware General Corporation Law (the "*Merger*"). Upon consummation of the Merger, Ecast Acquisition Sub will cease to exist, and RioPort will become a wholly owned subsidiary of Ecast.

B. It is intended that the Merger qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "*Code*").

C. This Agreement has been approved by the respective boards of directors of Ecast, Ecast Acquisition Sub and RioPort.

AGREEMENT

The parties to this Agreement agree as follows:

SECTION 1. DESCRIPTION OF TRANSACTION.

1.1 **Merger of Ecast Acquisition Sub into RioPort.** Upon the terms and subject to the conditions set forth in this Agreement, at the Effective Time (as defined in Section 1.3), Ecast Acquisition Sub shall be merged with and into RioPort, and the separate existence of Ecast Acquisition Sub shall cease. RioPort will continue as the surviving corporation in the Merger (the "*Surviving Corporation*").

1.2 **Effect of the Merger.** The Merger shall have the effects set forth in this Agreement and in the applicable provisions of the Delaware General Corporation Law (the "*DGCL*") and the California General Corporation Law (the "*CGCL*").

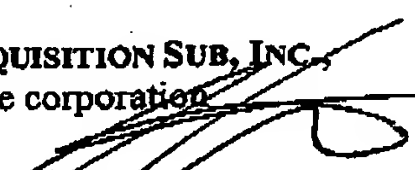
1.3 **Closing; Effective Time.** The consummation of the transactions contemplated by this Agreement (the "*Closing*") shall take place at the offices of Cooley Godward LLP in Palo Alto, California, at 10:00 a.m. on the date hereof (the "*Closing Date*"). Contemporaneously with the Closing, a properly executed certificate of merger (the "*Certificate of Merger*") conforming to the requirements of the DGCL in the form attached hereto as EXHIBIT B shall be filed with the Secretary of State of the State of Delaware. The Merger shall become effective at the time such Certificate of Merger is filed with the Secretary of State of the State of Delaware (the "*Effective Time*").

The parties hereto have caused this Agreement to be executed and delivered as of October 2, 2002.

E-CAST INC.,
a Delaware corporation

By: 
Robbie Vann-Adibé
Chief Executive Officer

ECAST ACQUISITION SUB, INC.,
a Delaware corporation

By: 
Robbie Vann-Adibé
Chief Executive Officer

RIOPORT.COM, INC.,
a Delaware corporation

By: _____
James Long
Chief Executive Officer

The parties hereto have caused this Agreement to be executed and delivered as of October 2, 2002.

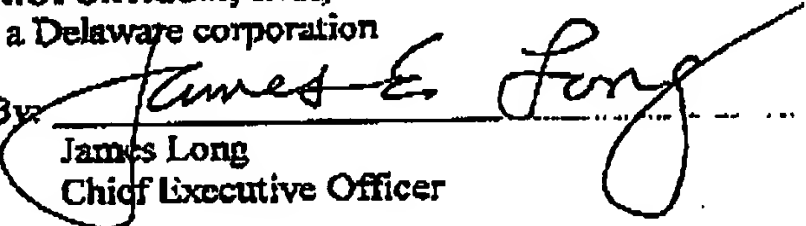
E-CAST INC.,
a Delaware corporation

By: _____
Robbie Vann-Adibé
Chief Executive Officer

ECAST ACQUISITION SUB, INC.,
a Delaware corporation

By: _____
Robbie Vann-Adibé
Chief Executive Officer

RIOPORT.COM, INC.,
a Delaware corporation

By:  _____
James Long
Chief Executive Officer